

**CONSENT TO BE DIRECTOR AND OFFICER**

TO: \_\_\_\_\_ (the "Corporation")

AND TO: The Directors and Shareholders of the Corporation

FROM: \_\_\_\_\_

I HEREBY:

1. Consent to act as a director and officer of the Corporation;
  
2. Acknowledge and declare that:
  - a. I am at least eighteen years of age;
  
  - b. I do not have the status of a bankrupt;
  
  - c. I am a citizen of \_\_\_\_\_; and
  
  - d. I am ordinarily resident in the State of California.
  
3. Declare that my residence address is:  
\_\_\_\_\_.
  
4. Undertake to advise the Corporation in writing forthwith of any change in my citizenship or residence, including a change in residence address; and
  
5. Consent to the holding of any meeting of the directors of the Corporation by telephone, electronic, or other communications facilities in order to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

This consent will continue in effect from year to year so long as I am re-elected to the board of directors, provided that if I resign from the board of directors, this consent will cease to have effect on the date the Corporation receives written notice of my resignation.

**IN WITNESS WHEREOF** \_\_\_\_\_ has executed this Consent on the

\_\_\_\_\_.

\_\_\_\_\_

\_\_\_\_\_